

Hearing Date: July 24, 2019

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO

as representative of

THE COMMONWEALTH OF PUERTO RICO,

Debtor.¹

PROMESA
Title III

Case No. 17-BK-03283 (LTS)

**JOINDER OF FINANCIAL GUARANTY INSURANCE
COMPANY TO AMBAC ASSURANCE CORPORATION'S MOTION FOR ENTRY
OF ORDER AUTHORIZING DISCOVERY UNDER BANKRUPTCY RULE 2004
CONCERNING PENSION LIABILITIES**

[Dkt. # 7507]

Financial Guaranty Insurance Company (“**FGIC**”), by and through its attorneys Rexach & Picó, CSP and Butler Snow LLP, files this joinder (this “**Joinder**”) in support of *Ambac Assurance Corporation’s Motion for Entry of Order Authorizing Discovery Under Bankruptcy Rule 2004 Concerning Pension Liabilities* [Dkt. # 7507] (the “**Motion**”).² In support of this Joinder, FGIC respectfully states as follows:

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms as in the Motion.

1. FGIC provides financial guaranty insurance covering in excess of \$1.17 billion in principal amount of bonds outstanding and issued by the Commonwealth of Puerto Rico (the “*Commonwealth*”) and various Commonwealth instrumentalities. With respect to the Commonwealth Title III case, FGIC insures approximately \$282 million of outstanding general obligation bonds issued by the Commonwealth and bonds guaranteed by the Commonwealth (e.g. Public Building Authority bonds). In addition, FGIC insures bonds issued by the Puerto Rico Highways and Transportation Authority, the Puerto Rico Convention Center District Authority, and the Puerto Rico Infrastructure Financing Authority. Under relevant provisions of the applicable bond documents, bond insurance policies, and applicable law, payment by FGIC neither satisfies nor discharges an issuer’s obligation to pay and, to the extent FGIC makes such payments, it obtains assignments of rights from the bondholders, becomes owner of the bonds, and/or becomes subrogated to the rights of bondholders and effectively steps into the shoes of such bondholders.

2. As a monoline insurer with significant exposure in these Title III cases, FGIC is similarly situated to Ambac Assurance Corporation (“*Ambac*”). FGIC likewise seeks from the Oversight Board, the Commonwealth, and AAFAF, information necessary for FGIC and its advisors to assess and understand (a) the size of the Commonwealth’s pension liabilities and the underlying actuarial assumptions used to determine the Commonwealth’s past and future funding obligations; (b) documents concerning the large-scale reporting of improper pension claims or other irregularities in the Commonwealth’s pension systems; and (c) relevant beneficiary-related information, including the amount of pension benefits to be paid to pensioners on-island versus off-island. Without this information, FGIC cannot adequately evaluate whether any proposed consensual settlement, e.g., between the Commonwealth and labor unions or the Retirees’

Committee (including under any proposed plan of adjustment), represents an appropriate resolution of such parties' claims or any proposed plan of adjustment is confirmable under the requirements of PROMESA.

3. Rather than propounding substantially identical discovery as Ambac, FGIC files this Joinder in support of the Motion and to receive any and all information produced by the Oversight Board, AAFAF, and the Commonwealth and other third parties pursuant to any order granting the Motion and authorize FGIC to participate in any related examinations or other proceedings. This Joinder will also minimize any burden on the Commonwealth and the Oversight Board as those parties need only provide FGIC with duplicate information provided to Ambac.

4. Accordingly, FGIC respectfully requests that the Court grant the Motion and require the Oversight Board, AAFAF, and the Commonwealth and other third parties to provide FGIC with any information produced to Ambac pursuant to any order granting the Motion and to participate in any related examinations or other proceedings.

Dated: June 26, 2019

Respectfully submitted,

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